

RECORDATION NO. 20557-T FILED

JUL 09 '09 -8 0 0 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

July 9, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Termination, Release of Liens and Bill of Sale, dated as of June 30, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 20557.

The names and addresses of the parties to the enclosed document are:

Lessee:	Union Pacific Railroad Company 1400 Douglas Street, Stop 1580 Omaha, NE 68179
Lessor:	DIA Horizon, Ltd. c/o Diamond Lease Company Limited 3-1 Marunouchi 3-chome Chiyoda-ku Tokyo 100-8462 Japan
Security Trustee:	The Bank of New York Mellon Trust Company, N.A., as successor to Harris Trust and Savings Bank One Wall Street New York, NY 10286

Anne K. Quinlan, Esquire
July 9, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

10 locomotives RELEASED: UP 8075 - UP 8084.

A short summary of the document to appear in the index is:

Lease Termination, Release of Liens and Bill of Sale.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

REGISTRATION NO. _____ FILED

JUL 03 '09 -8 0 0 AM

SURFACE TRANSPORTATION BOARD

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EXECUTION VERSION

(UPRR 1997-A)

LEASE TERMINATION,
RELEASE OF LIENS
AND
BILL OF SALE

Dated as of June 30, 2009

among

UNION PACIFIC RAILROAD COMPANY,

as Lessee

DIA HORIZON LTD.,

as Lessor

and

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.,
(Successor to HARRIS TRUST AND SAVINGS BANK),

as Security Trustee

THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA, AND UPON SUCH FILING, EACH OF THE DOCUMENTS DESCRIBED ON EXHIBIT B ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE, WITH RESPECT TO THE EQUIPMENT DESCRIBED ON EXHIBIT A ATTACHED HERETO.

JUL 03 '09

-8 0 0 AM

SURFACE TRANSPORTATION BOARD

Lease Termination, Release of Liens and Bill of Sale
Dia Horizon/Union Pacific

THIS LEASE TERMINATION, RELEASE OF LIENS AND BILL OF SALE (this "Agreement"), dated as of June 30, 2009 among UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (the "Lessee"), DIA HORIZON LTD., a corporation formed under the laws of Japan, (the "Lessor" or the "Borrower") and THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to HARRIS TRUST AND SAVINGS BANK), a national banking association (the "Security Trustee").

WITNESSETH

WHEREAS, (i) the Lessor and the Lessee have heretofore entered into a Lease Agreement and supplements thereto (the "Lease") and a Lessor Security Agreement (the "Lessor Security Agreement"), both dated as of February 19, 1997; (ii) the Borrower and the Security Trustee have heretofore entered into a Mortgage and Security Agreement and supplements thereto (the "Mortgage and Security Agreement") and Lease Assignment (the "Assignment"), both dated as of February 19, 1997 (Capitalized terms used herein without definition shall have the respective meanings set forth in the Lease.);

WHEREAS, the Lease provides for the transfer of all of the Lessor's right, title and interest in and to the Locomotives listed on Exhibit A attached hereto and incorporated herein by this reference (the "Equipment") and for the termination of the Lease should Lessee exercise its purchase option in accordance with Section 19 of the Lease; and

WHEREAS, the Lessee provided notice to the Lessor dated April 15, 2009, that it has elected to exercise its purchase option and has paid the Purchase Price in full in accordance with Section 19 of the Lease;

NOW THEREFORE, in consideration of the premises and for good and sufficient consideration, the parties hereto hereby agree as follows:

1. The Lessor does hereby acknowledge the Lessee's payment of the Purchase Price; and (a) any and all Liens under the Lessor Security Agreement are hereby released and canceled; and (b) the Lease is hereby terminated and canceled with respect to the Equipment, and the Lessor does hereby grant, bargain, sell, transfer and convey unto the Lessee without recourse or warranty except as provided in this paragraph all of its right, title and interest in and to the Equipment, including any and all rights in the Assignment, "as is, where is," free and clear of all right, title and interest of the Lessor and the Lessor's Liens, to have and to hold all and singular the Equipment unto the Lessee, its successors and assigns forever; provided that the Lessee agrees that nothing contained herein shall prejudice those rights of the Lessor which are intended under the Lease to survive the termination thereof.

2. This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.

3. This Agreement shall be filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, each of the documents described on Exhibit B attached hereto, and the interests of the parties evidenced thereby, shall be terminated or released, as the case may be, with respect to the Equipment described on Exhibit A attached hereto.

4. This Agreement shall be governed by and construed in accordance with the laws of New York.

Lease Termination, Release of Liens and Bill of Sale
Dia Horizon/Union Pacific

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

UNION PACIFIC RAILROAD COMPANY,
as Lessee

By: 
Name: Gary W. Grosz
Title: Assistant Treasurer

DIA HORIZON LTD.,
as Lessor

By: _____
Name: _____
Title: _____

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A. (successor to HARRIS TRUST AND
SAVINGS BANK),
as Security Trustee

By: _____
Name: _____
Title: _____

1991

Lease Termination, Release of Liens and Bill of Sale
Dia Horizon/Union Pacific

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

UNION PACIFIC RAILROAD COMPANY,
as Lessee

By: _____
Name: Gary W. Grosz
Title: Assistant Treasurer

DIA HORIZON LTD.,
as Lessor

By: _____
Name: _____
Title: _____

TOMOKO SEKIYA
ATTORNEY-IN-FACT

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A. (successor to HARRIS TRUST AND
SAVINGS BANK),
as Security Trustee

By: _____
Name: _____
Title: _____

Lease Termination, Release of Liens and Bill of Sale
Dia Horizon/Union Pacific

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.


UNION PACIFIC RAILROAD COMPANY,
as Lessee

By: _____
Name: Gary W. Grosz
Title: Assistant Treasurer

DIA HORIZON LTD.,
as Lessor

By: _____
Name: _____
Title: _____

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A. (successor to HARRIS TRUST AND
SAVINGS BANK),
as Security Trustee

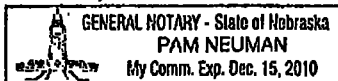
By:  _____
Name: D. G. DONOVAN
Title: VICE PRESIDENT

Lease Termination, Release of Liens and Bill of Sale
Dia Horizon/Union Pacific

State of Nebraska)
)
County of Douglas) ss

On this 30th day of June, 2009, before me, a notary public, personally appeared Gary W. Grosz, to me personally known, who being by me duly sworn says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



Pam Neuman
Pam Neuman, Notary Public

My Commission Expires: 12/15/2010

State of _____)
)
County of _____) ss

On this _____ day of _____, 2009, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that (s)he is the _____ of DIA HORIZON LTD. and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires:

State of Illinois)
)
County of Cook) ss

On this _____ day of _____, 2009, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that (s)he is the _____ of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to HARRIS TRUST AND SAVINGS BANK) as Security Trustee and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires:

KYOBASHI NOTARY OFFICE

1-10 KYOBASHI 1-CHOME, CHUO-KU, PHONE: 81-03-3271-4677

TOKYO 104-0031, JAPAN

FAX: 81-03-3271-3606

Registered No.'09-

812

NOTARIAL CERTIFICATE

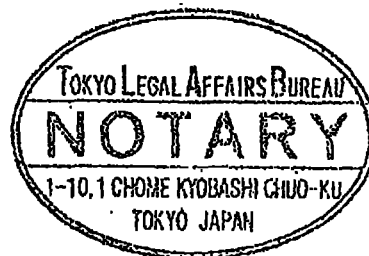
I, the undersigned NOTARY, do hereby certify that Ms. Tomoko SEKIYA, Attorney at Law of White & Case LLP, who has a power of attorney, being duly authorized to execute and deliver the foregoing instrument ("LEASE TERMINATION, RELEASE OF LIENS AND BILL OF SALE") for and on behalf of DIA HORIZON LTD., being legally established and existing under the laws of Japan and having its registered office at 5-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo, Japan has executed in my very presence the foregoing instrument.

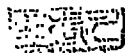
Dated this 29 th day of June 2009.



Takeo Nakanishi

Takeo NAKANISHI NOTARY
TOKYO LEGAL AFFAIRS BUREAU
My commission expires: December 2nd, 2012





平成 21 年 登簿第

812

号

認 証

囑託人・ダイヤホライズン有限会社 (DIA HORIZON LTD., 本店：日本国東京都千代田区丸の内1丁目5番1号) の権限ある代理人 外国法事務弁護士 関屋智子 (Ms. Tomoko SEKIYA, ホワイト&ケース外国法事務弁護士事務所アソシエイト) は、本公証人の面前において、添付書面「リース解除、リーエン解約及び譲渡証」(LEASE TERMINATION, RELEASE OF LIENS AND BILL OF SALE) に署名した。

よって、これを認証する。

平成 21 年 6 月 29 日、本公証人役場において

東京法務局所属

公 証 人

Notary

中西武光
Takeo NAKANISHI



証 明

上記署名は、東京法務局所属公証人の署名に相違ないものであり、かつ、その押印は、真実のものであることを証明する。

平成 21 年 6 月 29 日

東京法務局長

五十嵐義治



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: JAPAN

This public document

2. has been signed by Takeo NAKANISHI

3. acting in the capacity of Notary of the Tokyo Legal Affairs Bureau

4. bears the seal/stamp of Takeo NAKANISHI, Notary

Certified

5. at Tokyo

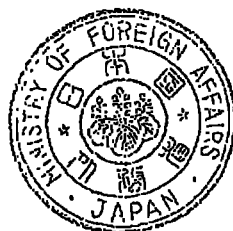
6. JUN. 29, 2009

7. by the Ministry of Foreign Affairs

8. 09- NO 012829

9. Seal/stamp:

10. Signature



K. Oyabe

Kazutoyo OYABE

For the Minister for Foreign Affairs

Lease Termination, Release of Liens and Bill of Sale
Dia Horizon/Union Pacific

State of Nebraska)
)
County of Douglas) ss

On this ____ day of June, 2009, before me, a notary public, personally appeared Gary W. Grosz, to me personally known, who being by me duly sworn says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Pam Neuman, Notary Public

My Commission Expires: 12/15/2010

State of _____)
)
County of _____) ss

On this ____ day of _____, 2009, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that (s)he is the _____ of DIA HORIZON LTD. and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires:

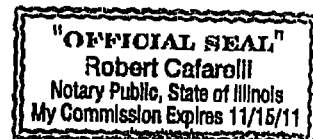
State of Illinois)
)
County of Cook) ss

On this 30th day of June, 2009, before me, a notary public, personally appeared D. G. DONOVAN, to me personally known, who being by me duly sworn says that (s)he is the VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to HARRIS TRUST AND SAVINGS BANK) as Security Trustee and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

[Signature]
Notary Public

My Commission Expires:



44-38861-100

Lease Termination, Release of Liens and Bill of Sale
Dia Horizon/Union Pacific

Exhibit A

SCHEDULE OF EQUIPMENT

<u>Description</u>	<u>Quantity</u>	<u>Road Number</u>
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	10	UP 8075 - UP 8084, inclusive

Lease Termination, Release of Liens and Bill of Sale
Dia Horizon/Union Pacific

Exhibit B
Page 1 of 2

ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

<u>Description</u>	<u>Filing Date</u>	<u>Recordation Number</u>
Memorandum of Lease Agreement (UPRR 1997-A) between Dia Horizon Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of February 27, 1997	February 26, 1997	20557
Memorandum of Mortgage and Security Agreement (UPRR 1997-A) between Dia Horizon Ltd., as Borrower and Harris Trust and Savings Bank, as Security Trustee, dated as of February 27, 1997	February 26, 1997	20557-A
Memorandum of Lease Supplement No. 1 (UPRR 1997-A) between Dia Horizon Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of February 27, 1997	February 26, 1997	20557-B
Memorandum of Mortgage Supplement No. 1 (UPRR 1997-A) between Dia Horizon Ltd., as Borrower, and Harris Trust and Savings Bank, as Security Trustee, dated as of February 27, 1997	February 26, 1997	20557-C
Memorandum of Lease Assignment (UPRR 1997-A) between Dia Horizon Ltd., as Lessor, and Harris Trust and Savings Bank, as Security Trustee, dated as of February 27, 1997	February 26, 1997	20557-D
Memorandum of Yen Assignment Agreement (UPRR 1997-A) between Dia Horizon Ltd., as Assignor, and the Bank of Tokyo-Mitsubishi, Ltd., as Assignee, dated as of February 27, 1997	February 26, 1997	20557-E
Memorandum of Lessor Security Agreement (UPRR 1997-A) between Dia Horizon Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of February 27, 1997	February 26, 1997	20557-F
Memorandum of Dollar Account Pledge Agreement (UPRR 1997-A) between Dia Horizon Ltd., as Borrower, and Kreditanstalt für Wiederaufbau, as Agent, dated as of February 27, 1997	February 27, 1997	20557-G

Lease Termination, Release of Liens and Bill of Sale
Dia Horizon/Union Pacific

Exhibit B
Page 2 of 2

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Filing Date</u>	<u>Document Key</u>
Memorandum of Lease Agreement (UPRR 1997-A) between Dia Horizon Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of February 27, 1997	February 26, 1997	9390
Memorandum of Mortgage and Security Agreement (UPRR 1997-A) between Dia Horizon Ltd., as Borrower and Harris Trust and Savings Bank, as Security Trustee, dated as of February 27, 1997	February 26, 1997	9388
Memorandum of Lease Supplement No. 1 (UPRR 1997-A) between Dia Horizon Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of February 27, 1997	February 26, 1997	9389
Memorandum of Mortgage Supplement No. 1 (UPRR 1997-A) between Dia Horizon Ltd., as Borrower, and Harris Trust and Savings Bank, as Security Trustee, dated as of February 27, 1997	February 26, 1997	9387
Memorandum of Lease Assignment (UPRR 1997-A) between Dia Horizon Ltd., as Lessor, and Harris Trust and Savings Bank, as Security Trustee, dated as of February 27, 1997	February 26, 1997	9386
Memorandum of Yen Assignment Agreement (UPRR 1997-A) between Dia Horizon Ltd., as Assignor, and the Bank of Tokyo-Mitsubishi, Ltd., as Assignee, dated as of February 27, 1997	February 26, 1997	9385
Memorandum of Lessor Security Agreement (UPRR 1997-A) between Dia Horizon Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of February 27, 1997	February 26, 1997	9384
Memorandum of Dollar Account Pledge Agreement (UPRR 1997-A) between Dia Horizon Ltd., as Borrower, and Kreditanstalt für Wiederaufbau, as Agent, dated as of February 27, 1997	February 27, 1997	9296

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/9/09



Robert W. Alvord